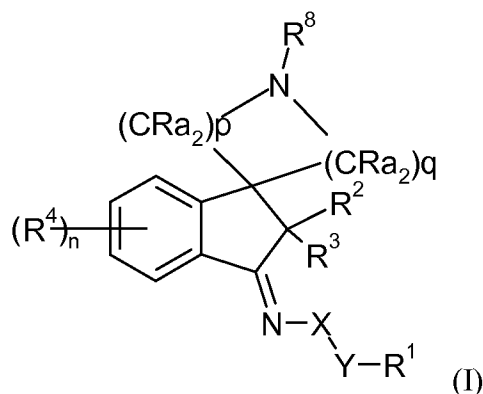


In The Claims:

Please replace the previously presented claim set with the following replacement claim set:

1. (Currently Amended) A compound of formula I:



wherein

X is O or NR¹¹;

R¹¹ is hydrogen, ~~optionally substituted~~ or C₁₋₆ alkyl, optionally substituted aryl or optionally substituted heteroaryl;

Y is a single bond, or C=O, C=S or S(O)_m;

m is 0, 1 or 2;

R¹ is hydrogen, C₁₋₆ alkyl, C₁₋₆ haloalkyl, heteroaryl(C₁₋₃)alkyl (wherein the heteroaryl group may be optionally substituted by halogen, cyano, C₁₋₆ alkyl, C₁₋₆ haloalkyl and where the heteroaryl group is a thiazole, pyridine, pyrimidine, pyrazine or pyridazine ring), heteroaryl (optionally substituted by halogen, cyano, C₁₋₆ alkyl, C₁₋₆ haloalkyl and where the heteroaryl group is a pyridine, pyrimidine, 2,1,3-benzoxadiazole, pyrazine or pyridazine ring), C₁₋₆ alkoxy, C₁₋₆ alkylamino or heteroaryl(C₁₋₃)alkylamino (wherein the heteroaryl group may be optionally substituted by halogen, cyano, C₁₋₆ alkyl, C₁₋₆ haloalkyl and where the heteroaryl group is a thiazole, pyridine, pyrimidine, pyrazine or pyridazine ring) optionally substituted alkyl, optionally substituted alkoxy, optionally substituted alkylcarbonyl, aminocarbonyl, optionally substituted alkylaminocarbonyl, optionally substituted dialkylaminocarbonyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted alkoxy, optionally substituted aryloxy, optionally substituted heteroaryloxy, optionally substituted

~~heterocycloxy, cyano, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted cycloalkyl, optionally substituted cycloalkenyl, formyl, optionally substituted heterocyclyl, optionally substituted alkylthio, NO or NR¹³R¹⁴;~~

~~R¹³ and R¹⁴ are each independently hydrogen, COR¹⁵, optionally substituted alkyl, optionally substituted aryl, optionally substituted heteroaryl, or optionally substituted heterocyclyl or R¹³ and R¹⁴ together with the N atom to which they are attached form a group -N=C(R¹⁶)NR¹⁷R¹⁸;~~

~~R¹⁵ is H, optionally substituted alkyl, optionally substituted alkoxy, optionally substituted aryl, optionally substituted aryloxy optionally substituted heteroaryl, optionally substituted heteroaryloxy or NR¹⁹R²⁰;~~

~~R¹⁶, R¹⁷ and R¹⁸ are each independently H or lower alkyl;~~

~~R¹⁹ and R²⁰ are independently optionally substituted alkyl, optionally substituted aryl or optionally substituted heteroaryl;~~

~~R² and R³ are independently both hydrogen, halogen, cyano, optionally substituted alkyl, optionally substituted alkoxy or optionally substituted aryl;~~

~~each R⁴ is independently halogen, nitro, fluoro, chloro, bromo, cyano, cyano, C₁₋₄ alkyl, C₁₋₄ haloalkyl, C₁₋₄ cyanoalkyl or C₁₋₃ alkoxy(C₁₋₃)alkyl optionally substituted C₄₋₈ alkyl, optionally substituted C₂₋₆ alkenyl, optionally substituted C₂₋₆ alkynyl, optionally substituted alkoxy carbonyl, optionally substituted alkyl carbonyl, optionally substituted alkyl aminocarbonyl, optionally substituted dialkyl aminocarbonyl, optionally substituted C₃₋₇ cycloalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted heterocyclyl, optionally substituted alkoxy, optionally substituted aryloxy, optionally substituted heteroaryloxy, optionally substituted alkylthio or R²¹R²²N;~~

~~R²¹ and R²² are each independently hydrogen, C₁₋₈ alkyl, C₃₋₇ cycloalkyl, C₃₋₆ alkenyl, C₃₋₆ alkynyl, C₃₋₇ cycloalkyl(C₁₋₄)alkyl, C₂₋₆ haloalkyl, C₁₋₆ alkoxy(C₁₋₆)alkyl, or C₄₋₆ alkoxy carbonyl or R²¹ and R²² together with the N atom to which they are attached form a five, six or seven-membered heterocyclic ring which may contain one or two further heteroatoms selected from O, N or S and which may be optionally substituted by one or two C₁₋₆ alkyl groups;~~

~~or 2 adjacent groups R⁴ together with the carbon atoms to which they are attached form a 4, 5, 6, or 7 membered carbocyclic or heterocyclic ring which may be optionally substituted by halogen;~~

~~n is 0, 1, or 2, 3 or 4;~~

~~each Ra is independently hydrogen, halogen, hydroxy, cyano, optionally substituted C₁₋₈ alkyl, optionally substituted C₂₋₆ alkenyl, optionally substituted C₂₋₆ alkynyl, optionally substituted alkoxy carbonyl, optionally substituted alkyl carbonyl, optionally substituted alkyl aminocarbonyl, optionally substituted dialkyl aminocarbonyl, optionally substituted C₃₋₇ cycloalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted heterocyclyl, optionally substituted alkoxy, optionally substituted aryloxy, optionally substituted heteroaryloxy, optionally substituted alkylthio, optionally substituted arylthio or R²³ R²⁴ N;~~

~~—— R²³ and R²⁴ are each independently hydrogen, C₁₋₈ alkyl, C₃₋₇ cycloalkyl, C₃₋₆ alkenyl, C₃₋₆ alkynyl, C₃₋₇ cycloalkyl(C₁₋₄)alkyl, C₂₋₆ haloalkyl, C₁₋₆ alkoxy(C₁₋₆)alkyl, or C₁₋₆ alkoxy carbonyl or R²³ and R²⁴ together with the N atom to which they are attached form a five, six or seven membered heterocyclic ring which may contain one or two further heteroatoms selected from O, N or S and which may be optionally substituted by one or two C₁₋₆ alkyl groups;~~

~~—— or two Ra groups attached to the same carbon atom are =O or two Ra groups attached to adjacent carbon atoms form a bond, or two Ra groups together with the carbon atom to which they are attached form a three to seven membered ring, that may be saturated or unsaturated, and that may contain one or two hetero atoms selected from the group consisting of N, O and S, and which may be optionally substituted by one or two C₁₋₆ alkyl groups;~~

~~or two Ra groups together form a group -CH₂-, -CH=CH- or -CH₂CH₂;~~

~~p and is 0, 1, 2, 3, 4, 5 or 6;~~

~~q is 0, 1, are both 2, 3, 4, 5 or 6 provided that p+q is 1, 2, 3, 4, 5 or 6; and~~

~~R⁸ is optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted cycloalkyl, optionally substituted aryl, optionally substituted alkoxy, optionally substituted aryloxy, optionally substituted alkoxy carbonyl, optionally substituted alkyl carbonyl or optionally substituted alkenyl carbonyl phenyl(C₁₋₄)alkyl (wherein the phenyl group is optionally substituted by halogen,~~

C₁₋₄ alkyl, C₁₋₄ alkoxy, C₁₋₄ haloalkyl, C₁₋₄ haloalkoxy, CN, NO₂, aryl, heteroaryl, amino or dialkylamino), heteroaryl(C₁₋₆)alkyl (wherein the heteroaryl group is optionally substituted by halogen, C₁₋₄ alkyl, C₁₋₄ alkoxy, C₁₋₄ haloalkyl, C₁₋₄ haloalkoxy, CN, NO₂, aryl, heteroaryl, amino or dialkylamino), phenyl(C₂₋₆)alkenyl (wherein the phenyl group is optionally substituted by halogen, C₁₋₄ alkyl, C₁₋₄ alkoxy, C₁₋₄ haloalkyl, C₁₋₄ haloalkoxy, CN, NO₂, aryl, heteroaryl, amino or dialkylamino), heteroaryl(C₂₋₆)alkenyl (wherein the heteroaryl group is optionally substituted by halogen, C₁₋₄ alkyl, C₁₋₄ alkoxy, C₁₋₄ haloalkyl, C₁₋₄ haloalkoxy, CN, NO₂, aryl, heteroaryl, amino or dialkylamino) or $-C(R^{51})(R^{52})-[CR^{53}=CR^{54}]_z-R^{55}$;

z is 1 or 2;

R⁵¹ and R⁵² are each independently H, halogen or C₁₋₂ alkyl;

R⁵³ and R⁵⁴ are each independently H, halogen, C₁₋₄ alkyl or C₁₋₄ haloalkyl; and

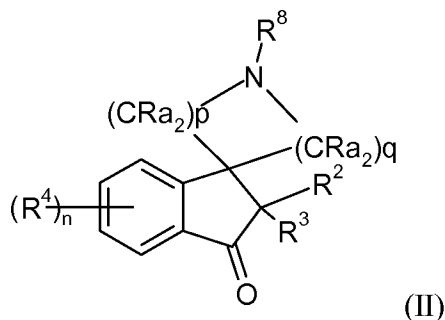
R⁵⁵ is optionally substituted aryl or optionally substituted heteroaryl;

or salts or N-oxides thereof.

2. (Original) A compound according to claim 1 wherein X is NH and Y is a single bond or C=O.

3-7. (Cancelled)

8. (Currently Amended) A compound of formula II



wherein R², R³, R⁴, R⁸, Ra, n, p and q are as defined in claim 1 and R⁸ ~~may also be hydrogen or or tert-butoxycarbonyl~~ is $-C(R^{51})(R^{52})-[CR^{53}=CR^{54}]_z-R^{55}$;

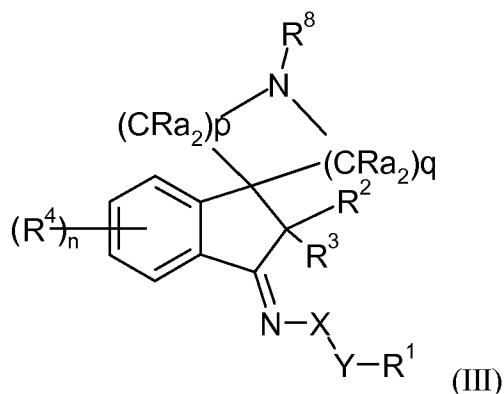
z is 1 or 2;

R⁵¹ and R⁵² are each independently H, halogen or C₁₋₂ alkyl;

R⁵³ and R⁵⁴ are each independently H, halogen, C₁₋₄ alkyl or C₁₋₄ haloalkyl; and

R⁵⁵ is phenyl substituted by halogen, C₁₋₄ alkyl, C₁₋₄ alkoxy, C₁₋₄ haloalkyl, C₁₋₄ haloalkoxy, CN, NO₂, aryl, heteroaryl, amino or dialkylamino; or R⁵⁵ is heteroaryl substituted by halogen, C₁₋₄ alkyl, C₁₋₄ alkoxy, C₁₋₄ haloalkyl, C₁₋₄ haloalkoxy, CN, NO₂, aryl, heteroaryl, amino or dialkylamino; or

a compound of formula III



wherein X is NR¹¹, Y, R¹, R², R³, R⁴, Ra, n, p, ~~and~~ q and R¹¹ are as defined in claim 1 and R⁸ is hydrogen or *tert*-butoxycarbonyl.

9. (Previously Presented) An insecticidal acaricidal and nematocidal composition comprising an insecticidally, acaricidally or nematocidally effective amount of a compound of claim 1.

10. (Withdrawn) A method of combating and controlling insects, acarines, nematodes or molluscs which comprises applying to a pest, to a locus of a pest, or to a plant susceptible to attack by a pest an insecticidally, acaricidally, nematocidally or molluscicidally effective amount of a compound of claim 1.

11. (Currently Amended) A compound according to claim 1 wherein

X is NR¹¹;

~~R¹¹ is hydrogen, optionally substituted alkyl, optionally substituted aryl or optionally substituted heteroaryl; and~~

Y is C=O.

12. (Currently Amended) A compound according to claim 11 wherein X is NH ~~and Y is C=O.~~

13. (Currently Amended) A compound according to claim 12 wherein ~~each of R^a, R² and R³ is independently hydrogen, and n is 0.~~

14. (Cancelled)

15. (Currently Amended) A compound according to claim ~~14~~ 13 wherein R¹ is an optionally substituted heteroaryl.

16. (Currently Amended) A compound according to claim 15 wherein

R⁸ is $-C(R^{51})(R^{52})-[CR^{53}=CR^{54}]_z-R^{55}$;

~~z is 1 or 2;~~

~~R⁵¹ and R⁵² are each independently H, halo or C₁₋₂ alkyl;~~

~~R⁵³ and R⁵⁴ are each independently H, halogen, C₁₋₄ alkyl or C₁₋₄ haloalkyl; and~~

~~R⁵⁵ is optionally substituted aryl or optionally substituted heteroaryl.~~

17. (Previously Presented) A compound according to claim 16 wherein

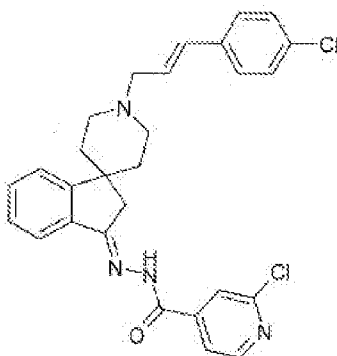
z is 1;

R⁵¹ and R⁵² are each independently H;

R⁵³ and R⁵⁴ are each independently H; and

R⁵⁵ is optionally substituted aryl.

18. (Previously Presented) A compound according to claim 17 having a formula:



19. (Previously Presented) An insecticidal acaricidal and nematocidal composition comprising an insecticidally, acaricidally or nematocidally effective amount of a compound of claim 18.

20. (Previously Presented) An insecticidal acaricidal and nematocidal composition comprising an insecticidally, acaricidally or nematocidally effective amount of a compound of claim 14.

21. (New) A compound according to claim 1 wherein R^1 is pyridyl (optionally substituted by halogen, C_{1-3} alkyl or C_{1-3} haloalkyl).

22. (New) A compound according to claim 2 wherein R^1 is pyridyl (optionally substituted by halogen, C_{1-3} alkyl or C_{1-3} haloalkyl).

23. (New) A compound according to claim 1 wherein each R^4 is independently fluoro, chloro, bromo, C_{1-4} alkyl or C_{1-4} haloalkyl; and n is 1 or 2.

24. (New) A compound according to claim 1 wherein R^8 is $-C(R^{51})(R^{52})-[CR^{53}=CR^{54}]_Z-R^{55}$, and R^{55} is phenyl substituted by halogen, C_{1-4} alkyl, C_{1-4} alkoxy, C_{1-4} haloalkyl, C_{1-4} haloalkoxy, CN, NO_2 , aryl, heteroaryl, amino or dialkylamino; or R^{55} is heteroaryl substituted by halogen, C_{1-4} alkyl, C_{1-4} alkoxy, C_{1-4} haloalkyl, C_{1-4} haloalkoxy, CN, NO_2 , aryl, heteroaryl, amino or dialkylamino.

25. (New) A compound according to claim 24 wherein z is 1, R^{51} and R^{52} are both hydrogen, R^{53} and R^{54} are both hydrogen, and R^{55} is phenyl substituted with one to three substituents selected from halogen, C_{1-4} alkyl, C_{1-4} alkoxy, C_{1-4} haloalkyl, C_{1-4} haloalkoxy, CN, NO_2 , aryl, heteroaryl, amino or dialkylamino.